



First Union Rail Corporation
NC5811
Commercial Leasing Group
One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018
Tel 847 318-7575
847 318-7588

VIA UPS 2nd DAY AIR

October 7, 2002

RECORDATION NO. 22572-67 FILED

Mr. Vernon E. Williams
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment

OCT 9 '02 4-05 PM

SURFACE TRANSPORTATION BOARD



Re: Memorandum of Lease Agreement

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) originals and one (1) copy of a Memorandum of Lease Agreement, dated September 3, 2002, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Commission under Recordation Number 22572.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Center
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: Ackerman, Beardsley, Bennett, Inc.
168 Battery Street
Burlington, VT 05401

A description of the railroad equipment covered by the enclosed document is thirty-five (35) 5250 cubic foot capacity covered hopper cars, with FURX marks (see Exhibit A for numbers)

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5342. Thank you for your cooperation in this matter.

Very truly yours,

Amy Carone
Manager of Documentation

Enclosures

(ABB1021)

RECORDATION NO. 22572-G FILED

OCT 9 '02 4-05 PM

ASSGN. NO.: ABB1021

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 3rd day of September, 2002, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Ackerman, Beardsley, Bennett, Inc., ("Lessee"), a Vermont corporation.

SURFACE TRANSPORTATION BOARD

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of October 1, 1997, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 16 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of April 1, 2002, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: Richard F. Seymour
Name: RICHARD F. SEYMOUR
Title: Vice President Sales & Marketing

By: K.A. Jombrowski
Name: K.A. JOMBROWSKI
Title: DIRECTOR OF DOCUMENTATION

Executed on this 3rd day of Sept, 2002.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

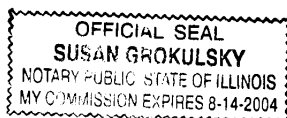
I, SUSAN GROKULSKY, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 3rd day of September, 2002.

Susan Grokulsky
Notary Public

My Commission Expires:

8-14-2004
(Notary Public)



LESSEE:

ACKERMAN, BEARDSLEY, BENNETT, INC.

By: _____

Name: _____

Title: _____

ATTEST: /

By: Karen Howell

Name: KAREN C. ROWELL

Title: Adm. Assistant

Executed on this 21st day of August, 2002.

[CORPORATE SEAL]

STATE OF Vermont

COUNTY OF Chittenden

I, KAREN L. ROWELL, a Notary Public of the County and State aforesaid, certify that DON APPE personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 21st day of August, 2002.

Karen Howell
Notary Public

Commission Expires:

2/10/03
(Notary Public)

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Thirty-five (35)

DESCRIPTION OF CARS: 5250 cu. ft. Covered Hoppers, loading to 286,000 lbs.

CAR NUMBERS:

FURX 850021	FURX 850864	FURX 851032
FURX 850028	FURX 850878	FURX 851042
FURX 850030	FURX 850897	FURX 851044
FURX 850062	FURX 850909	FURX 851048
FURX 850092	FURX 851003	FURX 851057
FURX 850262	FURX 851008	FURX 851068
FURX 850317	FURX 851009	FURX 851074
FURX 850319	FURX 851012	FURX 851075
FURX 850411	FURX 851013	FURX 851080
FURX 850603	FURX 851019	FURX 851081
FURX 850659	FURX 851022	FURX 851083
FURX 850802	FURX 851027	